

Chicago and North Western  
Transportation Company

June 3, 1991

RECORDATION NO. 9430-E FILED 1489



File No: A-10671

JUN 4 1991 -11 45 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

One North Western Center  
Chicago, Illinois 60606

Office of the Secretary  
312-559-6156

1-155A011

Re: Equipment Lease No. 1 dated March 1, 1978 between Continental Illinois National Bank and Trust Company of Chicago, and Chicago and North Western Transportation Company recorded June 8, 1978, assigned Recordation No. 9430.

Dear Mr. Strickland:

Pursuant to Section 11303 (formerly Section 20C) of the Interstate Commerce Act, enclosed for recordation in relation to the above-referenced agreements are Counterparts of a Bill of Sale dated February 28, 1991 covering 26 rail train flat cars and 25 65 foot wheel transport cars.

Enclosed is a check for \$15.00 to cover your recording fee. Please assign a sequential recordation number for the filing. Our records indicate that the last filing was 9430-C. Retain one Counterpart for your files, and return the remaining Counterparts showing recordation data.

Sincerely,

*K. A. Dombrowski*  
K. A. Dombrowski  
Assistant Secretary

Enclosures

cc: J. E. Voldseth  
M. H. Shumate  
R. C. Gancarz  
R. R. DeWitt  
K. H. Lange  
Arthur Andersen & Co. (Joe Adams)

CSD11/3(2)

NOTED  
JUN 11 1991  
CHICAGO  
NORTH WESTERN  
TRANSPORTATION COMPANY

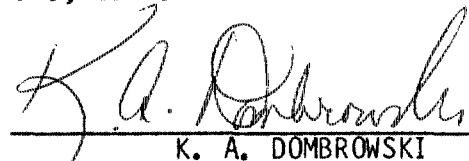


I, K. A. DOMBROWSKI, HEREBY CERTIFY that I am a duly elected ASSISTANT SECRETARY of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY and custodian of the records, files and corporate seal of said Company.

9430 E  
JUN 4 1991 - 11 45 AM  
INTERSTATE COMMERCE COMMISSION

I FURTHER CERTIFY that the annexed and foregoing is a full, true and correct copy of a Bill of Sale dated February 28, 1991 contained in the files of said Company concerning a Lease and Security Agreement dated June 8, 1978 with the Chicago and North Western Transportation Company.

WITNESS my signature and the corporate seal of said Chicago and North Western Transportation Company this 3rd day of June A.D., 1991.

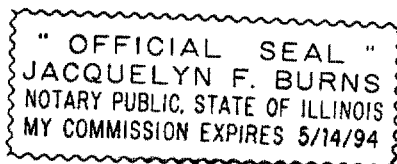
  
K. A. DOMBROWSKI  
Assistant Secretary

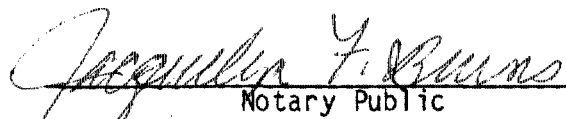
(Corporate Seal)

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK     )

On this 3rd day of June, 1991, before me, personally appeared K. A. DOMBROWSKI, to me known to be the person described in and who executed the foregoing instrument and she acknowledged that she executed the same as her free act and deed.

(SEAL)



  
Notary Public



BILL OF SALE

9430-E  
JUN 4 1991 11:45 AM

INTERSTATE COMMERCE COMMISSION

Continental Bank N.A., as Trustee (the "Seller") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration the receipt of all of which by it is hereby acknowledged, has bargained, sold, conveyed, transferred and delivered, and by these presents does hereby bargain, sell, grant, convey, transfer and deliver unto Chicago and North Western Transportation Company (the "Buyer"), the unit(s) of equipment described in Schedule A attached hereto ("the Equipment"):

TO HAVE AND TO HOLD the same unto the Buyer, its successors and assigns forever;

THE SELLER HEREBY WARRANTS to the Buyer, its successors and assigns, that upon the sale hereunder of each unit of the Equipment to the Buyer, as aforesaid, the Seller had legal title thereto, and good and lawful right to sell the same, and that title to such unit was then free of all claims, liens, security interests and other encumbrances of any nature arising by, through or under the Seller, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever.

EXCEPT AS PROVIDED IN THE IMMEDIATELY PRECEEDING PARAGRAPH, SELLER HEREBY DISCLAIMS ANY AND ALL REPRESENTATIONS AND WARRANTIES, WHETHER EXPRESS OR IMPLIED. BUYER ACKNOWLEDGES AND AGREES THAT (i) SELLER SHALL NOT BY VIRTUE OF HAVING SOLD THE GOODS, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, QUALITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE GOODS AND (ii) SELLER DISCLAIMS AND BUYER WAIVES ALL OTHER WARRANTIES, GUARANTEES OR LIABILITIES, EXPRESS OR IMPLIED, ARISING BY LAW, EQUITY OR OTHERWISE, INCLUDING, WITHOUT LIMITATION, ANY OBLIGATION OR LIABILITY IN TORT OR CONSEQUENTIAL DAMAGES, it being agreed and understood that all such risks are to be borne by Buyer. Buyer purchases the Goods "AS IS" and "WHERE IS" and the description of the goods given herein is for the sole purpose of identification and is not part of the basis of the bargain.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by its VICE PRESIDENT thereunto duly authorized, and its corporate seal to be hereunto affixed and to be attested by its TRUST OFFICER, this 28th day of February, 1991.

(CORPORATE SEAL)

CONTINENTAL BANK, NATIONAL ASSOCIATION  
(Name of Corporation)

By: Robert J. Donahue  
(Signature)

Robert J. Donahue

(Type Name of Officer)

VICE PRESIDENT

(Title)

Attest:

Alice K. Greenhouse  
TRUST OFFICER



SCHEDULE A  
EQUIPMENT DESCRIPTION

(Attached to and forming a part of a Bill of Sale  
issued by Continental Bank, N.A. as trustee to  
Chicago North Western Transportation Company)

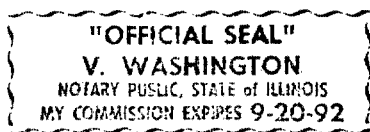
- 26 - Rail Train - Flat Cars with CNW  
numbers: X251250 through X251275 inclusive
  
- 25 - 65' Wheel Transport Cars with CNW  
numbers: X200679, X200681, X200683, X200685,  
X200687, X200689, X200691, X200693, X200695,  
X200697, X200699, X200701, X200703, X200705,  
X200707, X200709, X200711, X200713, X200715,  
X200717, X200719, X200721, X200723, X200725,  
X200727

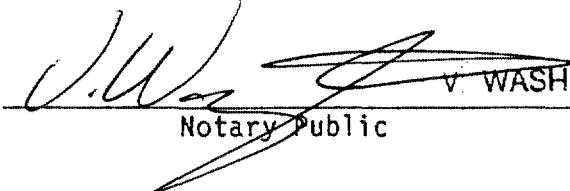


STATE OF ILLINOIS     )  
                                  )  
COUNTY OF COOK        )

On this 28<sup>th</sup> day of FEBRUARY, 1991, before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that Robert J. Donahue is a Vice President of CONTINENTAL BANK N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors; and said officer acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(SEAL)



  
V. WASHINGTON  
Notary Public

My Commission Expires: 9-20-92